

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

FAN ZHANG, *Individually and on Behalf of  
All Others Similarly Situated,*

Plaintiff,

vs.

GROUPON, INC., ANDREW D. MASON,  
JASON E. CHILD, JOSEPH M. DEL  
PRETO, ERIC P. LEFKOFSKY,  
THEODORE J. LEONSIS, PETER J.  
BARRIS, KEVIN J. EFRUSY, MELLODY  
HOBSON, BRADLEY A. KEYWELL,  
HOWARD SCHULTZ, MORGAN  
STANLEY & CO. LLC, GOLDMAN,  
SACHS & CO., CREDIT SUISSE  
SECURITIES (USA) LLC, ALLEN &  
COMPANY LLC, MERRILL LYNCH,  
PIERCE, FENNER & SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., CITIGROUP GLOBAL MARKETS  
INC., DEUTSCHE BANK SECURITIES  
INC., J.P. MORGAN SECURITIES LLC,  
WELLS FARGO SECURITIES, LLC,  
WILLIAM BLAIR & COMPANY L.L.C.,  
LOOP CAPITAL MARKETS, INC., RBC  
CAPITAL MARKETS LLC and THE  
WILLIAMS CAPITAL GROUP, L.P.,

Defendants.

CIVIL ACTION NO. 12-CV-2450

KATHLEEN ROSELLI, *Individually And On  
Behalf of All Others Similarly Situated,*

Plaintiff,

vs.

GROUPON, INC., ERIC P. LEFKOFSKY,  
ANDREW D. MASON, JASON CHILD,  
KEVIN EFRUSY, THEODORE J. LEONSIS,  
HOWARD SCHULTZ, JOSEPH M. DEL  
PRETO, MORGAN STANLEY & CO. LLC,  
GOLDMAN, SACHS & CO., and CREDIT  
SUISSE SECURITIES (USA) LLC,

Defendants.

CIVIL ACTION NO. 12-CV-2460

|  |                                    |
|--|------------------------------------|
| <p>DENNIS EINSPAHR, <i>Individually and on Behalf of All Others Similarly Situated</i>,</p> <p>Plaintiff,</p> <p>vs.</p> <p>GROUP ON, INC., JASON E. CHILD, JOSEPH M. DELPRETO, ANDREW D. MASON, ERIC P. LEFKOFSKY, PETER J. BARRIS, KEVIN J. EFRUSY, MELLODY HOBSON, BRADLEY A. KEYWELL, THEODORE J. LEONSIS, HOWARD SCHULTZ, MORGAN STANLEY &amp; CO. LLC, GOLDMAN, SACHS &amp; CO., CREDIT SUISSE SECURITIES (USA) LLC, ALLEN &amp; COMPANY LLC, MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INC., BARCLAYS CAPITAL INC., CITIGROUP GLOBAL MARKETS INC., DEUTSCHE BANK SECURITIES INC., J.P. MORGAN SECURITIES LLC, WELLS FARGO SECURITIES, LLC, WILLIAM BLAIR &amp; COMPANY LLC, LOOP CAPITAL MARKETS, INC., RBC CAPITAL MARKETS LLC and THE WILLIAMS CAPITAL GROUP, L.P.</p> <p>Defendants.</p> | <p>CIVIL ACTION NO. 12-CV-2547</p> |
| <p>JOHN PEDROW, <i>Individually and on Behalf of All Others Similarly Situated</i>,</p> <p>Plaintiff,</p> <p>vs.</p> <p>GROUPON, INC., ANDREW D. MASON, JASON E. CHILD, JOSEPH M. DEL PRETO, ERIC P. LEFKOFSKY, THEODORE J. LEONSIS, PETER J. NARRIS, KEVIN J. EFRUSY, MELLODY HOBSON, BRADLEY A. KEYWELL, HOWARD SCHULTZ, MORGAN STANLEY &amp; CO. LLC, GOLDMAN, SACHS &amp; CO., CREDIT SUISSE SECURITIES (USA) LLC, ALLEN &amp; COMPANY LLC, MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INCORPORATED, BARCLAYS CAPITAL</p>   | <p>CIVIL ACTION NO. 12-CV-2791</p> |

INC., CITIGROUP GLOBAL MARKETS  
INC., DUETSCHKE BANK SECURITIES  
INC., J.P. MORGAN SECURITIES LLC,  
WELLS FARGO SECURITIES LLC,  
WILLIAM BLAIR & COMPANY L.L.C.,  
LOOP CAPITAL MARKETS, INC., RBC  
CAPITAL MARKETS LLC and THE  
WILLIAMS CAPITAL GROUP, L.P.,

Defendants.

JOHN H. COTTRELL, *Individually and on  
Behalf of All Others Similarly Situated,*

Plaintiff,

vs.

GROUPON, INC., ANDREW D. MASON,  
JASON E. CHILD, JOSEPH M. DEL PRETO,  
ERIC LEFKOFSKY, THEODORE J.  
LEONSIS, PETER J. NARRIS, KEVIN J.  
EFRUSY, MELLODY HOBSON, BRADLEY  
A. KEYWELL, HOWARD SCHULTZ,  
MORGAN STANLEY & CO. LLC,  
GOLDMAN, SACHS & CO., CREDIT  
SUISSE SECURITIES (USA) LLC, ALLEN  
& COMPANY) LLC, MERRILL LYNCH,  
PIERCE, FENNER SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., CITIGROUP GLOBAL MARKETS  
INC., DEUTSCHE BANK SECURITIES  
INC., J.P. MORGAN SECURITIES LLC,  
WELLS FARGO SECURITIES, LLC,  
WILLIAM BLAIR & COMPANY L.L.C.,  
LOOP CAPITAL MARKETS, INC., RBC  
CAPITAL MARKETS LLC and THE  
WILLIAMS CAPITAL GROUP, L.P.,

Defendants.

CIVIL ACTION NO. 12-CV-3129

**MOTION TO CONSOLIDATE RELATED CASES, APPOINT LEAD PLAINTIFF AND  
APPROVE LEAD PLAINTIFFS' SELECTION OF LEAD COUNSEL**

Proposed Lead Plaintiffs, John Pedrow and Stephens Johnson, by and through their counsel of record, for the reasons provided in their (1) Notice of Motion To Consolidate Related Cases, Appoint Lead Plaintiff And Approve Lead Plaintiffs' Selection Of Lead Counsel; (2) Memorandum of Law In Support Of Motion To Consolidate Related Cases, Appoint Lead Plaintiff And Approve Lead Plaintiffs' Selection Of Lead Counsel; and (3) Declaration of Reed R. Kathrein In Support of Motion To Consolidate Related Cases, Appoint Lead Plaintiff And Approve Lead Plaintiffs' Selection Of Lead Counsel, and for good cause shown, respectfully request that Court consolidate the above-captioned related cases, appoint John Pedrow and Stephens Johnson as Lead Plaintiffs and approve their selection of Hagens Berman Sobol Shapiro LLP as Lead Counsel and further grant them such other relief deemed necessary and appropriate by the Court.

DATED: June 4, 2012

Respectfully submitted,

By: /s/ Reed R. Kathrein  
REED R. KATHREIN

Peter E. Borkon  
**HAGENS BERMAN SOBOL SHAPIRO LLP**  
715 Hearst Ave., Suite 202  
Berkeley, CA 94710  
Telephone (510) 725-3000  
Facsimile (510) 725-3001  
reed@hbsslaw.com  
peterb@hbsslaw.com

Elizabeth A. Fegan  
Daniel J. Kurowski  
**HAGENS BERMAN SOBOL SHAPIRO LLP**  
1144 W. Lake Street, Suite 400  
Oak Park, IL 60301  
Telephone: (708) 628-4949  
Facsimile: (708) 628-4950  
beth@hbsslaw.com  
dank@hbsslaw.com

Steve W. Berman  
**HAGENS BERMAN SOBOL SHAPIRO LLP**  
1918 Eighth Avenue, Suite 3300

Seattle, WA 98101  
Telephone: (206) 623-7292  
Facsimile: (206) 623-0594  
steve@hbsslaw.com

*Attorneys for Proposed Lead Plaintiffs  
John Pedrow and Stephens Johnson*

**CERTIFICATE OF SERVICE**

I hereby certify that on June 4, 2012, I electronically filed the foregoing document using the CM/ECF system which will send notification of such filing to the e-mail addresses registered in the CM/ECF system, as denoted on the Electronic Mail Notice List, and I hereby certify that I have caused to be mailed a paper copy of the foregoing document via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice List generated by the CM/ECF system.

/s/ Reed R. Kathrein  
REED R. KATHREIN